

Southern Pacific Transportation Company

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RECORDATION NO. *6162-F*
Filed 1426

JAN - 4 1983 - 11 20 AM

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INTERSTATE COMMERCE COMMISSION

January 3, 1983

JAN 4 1983

Date

Fee \$ *10.00*

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue ICC Washington, D. C.
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 26616 ---
Southern Pacific Transportation Company
Equipment Trust Agreement, Series No. 52

Dear Ms. Mergenovich:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and three (3) fully executed counterparts of Assignment and Transfer of Certain Road Equipment dated as of August 31, 1982, to Equipment Trust Agreement dated as of April 1, 1971, creating Southern Pacific Transportation Company Equipment Trust, Series No. 52, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of April 1, 1971, recorded on May 24, 1971, at 12:05 PM, assigned Recordation No. 6162;

Statement of New Numbers Assigned to Equipment Under Equipment Trust Agreement, dated as of July 15, 1971, recorded on July 21, 1971, at 9:25 AM, assigned Recordation No. 6162-A;

First Supplement to Equipment Trust Agreement dated as of November 1, 1974, recorded on December 26, 1974, at 1:15 PM, assigned Recordation No. 6162-B;

Second Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 6162-C;

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Ms. Agatha L. Mergenovich
January 3, 1983
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Third Supplement to Equipment Trust Agreement
dated as of August 1, 1982, recorded on August 11,
1982, at 10:45 AM, assigned Recordation No. 6162-D;
and

Fourth Supplement to Equipment Trust Agreement
dated as of August 31, 1982, recorded on September 2,
1982, at 12:45 PM, assigned Recordation No. 6162-E.

In connection with the recording of the Assignment and
Transfer of Certain Road Equipment dated as of August 31,
1982, the following information is set forth in accordance
with the provisions of Section 57.4 of the Commission's Order
of July 28, 1952, as amended:

Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.
Fifteenth and Chestnut Streets
Philadelphia, Pennsylvania 19101

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of the Equipment Released
by the Assignment and Transfer of Road Equipment:

34	70-ton flat cars; Bethlehem Steel Corporation, builder; lettered SP and numbered 515450 to 515457, 515459 to 515462, 515464 to 515477, 515487, 515488, 515490, 515491, 515494, 515495, 515497, and 515499.
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When the recording of the Assignment and Transfer of
Certain Road Equipment has been completed, will you kindly
endorse, with the pertinent recording information, all
executed counterparts thereof which are presented to you by
our representative herewith, and return the remainder to her.

Very truly yours,


James J. Trabucco Cbt

Enclosures

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST, SERIES NO. 52

RECORDATION NO. 6162-F FILED 1425

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INTERSTATE COMMERCE COMMISSION

ASSIGNMENT AND TRANSFER OF CERTAIN ROAD EQUIPMENT

Dated as of August 31, 1982

FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

ASSIGNMENT AND TRANSFER OF CERTAIN RAILROAD EQUIPMENT, dated as of the thirty-first day of August, 1982, by FIRST PENNSYLVANIA BANK, N.A., formerly known as The First Pennsylvania Banking and Trust Company, a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee under the Equipment Trust Agreement hereinafter mentioned (hereinafter called the "Trustee"), to SOUTHERN PACIFIC TRANSPORTATION COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company").

WHEREAS, by a certain Equipment Trust Agreement, bearing date as of April 1, 1971, by and between the Trustee and the Company (hereinafter called the "Equipment Trust Agreement"), there was constituted the "Southern Pacific Transportation Company Equipment Trust, Series No. 52", pursuant to which Trustee leased certain railroad equipment to the Company, upon the terms and conditions therein set forth; and

WHEREAS, certain flat cars comprising said Trust Equipment (hereinafter collectively called "Unsuitable Equipment") have become worn out or unsuitable for use of the Company, and in accordance with the provisions of said Equipment Trust and in anticipation and consideration of the release of such Unsuitable Equipment, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment (hereinafter called the "Replacement Equipment"), other than work equipment, as specifically

described in the Fourth Supplement to Equipment Trust dated as of August 31, 1982 ("Fourth Supplement"):

<u>Number of Units</u>	<u>Description</u>
34	70-ton flat cars; Bethlehem Steel Corporation, builder; lettered SP and numbered 515450 to 515457, 515459 to 515462, 515464 to 515477, 515487, 515488, 515490, 515491, 515494, 515495, 515497, and 515499.

WHEREAS, the Company has well and truly performed all of the covenants and conditions on its part to be performed under the said Equipment Trust Agreement, including all payments required of it to be made, and as a result of such goodstanding and by virtue of the prior subjection and the Trustee's acceptance of the Replacement Equipment to the Equipment Trust Agreement pursuant to the Fourth Supplement thereto, the Company is now entitled to the release of the aforesaid Unsuitable Equipment under Section 4.09 of said Equipment Trust Agreement.

NOW, THEREFORE, THIS INDENTURE WITNESSETH THAT:

In consideration of the premises and of other good and valuable considerations, receipt of which is hereby acknowledged, the Trustee does hereby sell, assign, transfer and set over unto the Company all of the Unsuitable Equipment which is specifically described herein and covered by the Equipment Trust Agreement.

TOGETHER with all right, title and interest now owned or hereafter acquired by the Trustee in and to the said Unsuitable Equipment.

TO HAVE AND TO HOLD all and singular the said equipment and the said attendant rights to the Company, its successors and assigns, for its and their own use and behoof forever;

AND the Trustee hereby covenants with the Company, its successors and assigns, that the Trustee has not done, permitted, executed or suffered, and that neither it nor its successors or assigns will do, commit, execute or suffer, any act, matter or thing whatsoever which is calculated to or which will or may impugn, impair, defeat or cast doubt upon the clear, absolute and indefeasible title given to the Company by these presents.

The Trustee does hereby constitute and appoint P. M. GIULIANTE to be its attorney, for it and in its name and as and for its corporate act and deed to acknowledge this instrument before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgment, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the said Equipment Trust Agreement, with respect to the above-described Unsuitable Equipment, has caused these presents to be signed in its

name and its corporate seal to be hereunto affixed, duly
attested, this 30th day of Dec, 1982.

FIRST PENNSYLVANIA BANK, N.A.

By *Proffitt*
Senior Corporate Trust Officer
and Assistant Secretary

ATTEST:

A. M. Smith
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) ss:
CITY AND COUNTY OF PHILADELPHIA)

On this 30th day of December, 1982, before me personally appeared P. M. GIULIANTE, to me personally known, who, being by me duly sworn, says that she is Senior Corporate Trust Officer and Assistant Secretary of FIRST PENNSYLVANIA BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCorry
Notary Public

My Commission Expires:

LYNNE N. McCOFFRY
Notary Public, Phila., Phila. Co.
My Commission Expires May 5, 1986